



<NOTICE>

<PREAMB>

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[Docket No. FD 35622]

SteelRiver Infrastructure Partners LP, SteelRiver Infrastructure Associates LLC, SteelRiver Infrastructure Fund North America LP, and Patriot Funding LLC—Control Exemption—Patriot Rail Corp., et al.

SteelRiver Infrastructure Partners LP (SRIP LP), SteelRiver Infrastructure Associates LLC (SRIA LLC), SteelRiver Infrastructure Fund North America LP (SRIFNA LP), and Patriot Funding LLC (Patriot Funding) have filed a verified notice of exemption to acquire control of Patriot Rail Corp. (Patriot) and its rail carrier subsidiaries.

The proposed transaction is scheduled to be consummated on or after June 6, 2012 (30 days after the notice of exemption was filed).

Patriot Funding and Patriot Rail Holdings LLC, owner of Patriot, entered a Stock Purchase Agreement (the Agreement) dated May 4, 2012. Under the Agreement, Patriot Funding will acquire all of the common stock of Patriot from Patriot Rail Holdings LLC, and thereby indirect control of the railroad subsidiaries of Patriot.

Patriot is a noncarrier holding company that controls the following 13 Class III railroads (together, Subsidiary Railroads): (1) Tennessee Southern Railroad Company (TSRR); (2) Rarus Railway Company; (3) Utah Central Railway Company;

(4) Sacramento Valley Railroad, Inc.; (5) The Louisiana and North West Railroad Company LLC; (6) Temple & Central Texas Railway, Inc.; (7) Piedmont & Northern Railway, Inc.; (8) Columbia & Cowlitz Railway, LLC; (9) DeQueen and Eastern Railroad, LLC; (10) Golden Triangle Railroad, LLC; (11) Patriot Woods Railroad, LLC; (12) Texas, Oklahoma & Eastern Railroad, LLC; and (13) Mississippi & Skuna Valley Railroad, LLC. On April 27, 2012, Kingman Terminal Railroad, LLC (KTRR) filed a notice of exemption to operate over about 3 miles of railroad owned by the Kingman Airport Authority, Inc., located in Mojave County, Ariz.¹ Concurrently, a notice of exemption was filed by TSRR, Patriot Rail, LLC, Patriot Rail Holdings, LLC, and Patriot to continue in control of KTRR once it becomes a railroad.² KTRR intends to commence railroad operations and TSRR, et al., intend to continue in control of KTRR prior to Patriot Funding's acquisition of control of Patriot. Therefore, because Patriot Funding, SRIFNA LP, SRIA LLC, and SRIP LP are seeking authority to control Patriot, they also seek authority to control KTRR.

Patriot Funding is 100% owned by SRIFNA LP. SRIFNA LP is a limited partnership and its general partner is SRIA LLC, which is 100% owned by SRIP LP. Patriot Funding, SRIFNA LP, SRIA LLC, and SRIP LP are noncarriers. None of these entities controls any railroads and none is commonly controlled with any railroads.

¹ Kingman Terminal R.R.—Operation Exemption—Kingman Airport Auth., FD 35618 (STB served May 11, 2012).

² Tenn. S. R.R., Patriot Rail, LLC, Patriot Rail Holdings LLC, and Patriot Rail Corp.—Continuance In Control Exemption—Kingman Terminal R.R., FD 35619 (STB served May 11, 2012).

Applicants represent that: (1) the Subsidiary Railroads and KTRR do not connect with any Patriot Funding, SRIFNA LP, SRIA LLC, and SRIP LP railroads; (2) the proposed transaction is not part of a series of anticipated transactions to connect the Subsidiary Railroads and KTRR with any railroads in the corporate family of Patriot Funding, SRIFNA LP, SRIA LLC, and SRIP LP; and (3) the proposed transaction does not involve a Class I rail carrier. The proposed transaction is therefore exempt from the prior approval requirements of 49 U.S.C. 11323 pursuant to 49 CFR 1180.2(d)(2).

Applicants state that the purpose of the transaction is to promote the investment objectives of Patriot Funding, SRIFNA LP, SRIA LLC, and SRIP LP and to improve the Subsidiary Railroads' and KTRR's efficiency, financial strength, and ability to meet the needs of shippers.

Under 49 U.S.C. 10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. Section 11326(c), however, does not provide for labor protection for transactions under 11324 and 11325 that involve only Class III rail carriers. Accordingly, the Board may not impose labor protective conditions here, because all of the carriers involved are Class III carriers.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Petitions to stay must be filed by May 30, 2012 (at least seven days before the exemption becomes effective).

An original and ten copies of all pleadings, referring to Docket No. FD 35622 must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on: Ahren S. Tryon, Cozen O'Connor; 1627 I Street N.W., Suite 1100, Washington, DC 20006.

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“WWW.STB.DOT.GOV”.

Decided: May 17, 2012.

By the Board, Rachel D. Campbell, Director, Office of Proceedings.

Derrick A. Gardner

Clearance Clerk

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